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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700003052197--8

-11/22/99--01150--012

*****70.00 *****70.00

Subject: Thomas Consultants Inc.
(Proposed Corporate name - must include suffix)

* *Said name previously appeared by telephone conversation between Gene R. Moses, Freida and Beth, New Filing Division, on November 5, 1999.*

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate Fee

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Gene R. Moses of The Law Offices of Gene R. Moses
Name (Printed or Typed)

114 West Magnolia Suite 104
Address

Bellingham, WA 98225
City, State & Zip

360/676-7428
Daytime Telephone Number

** *Enclosed please find our check #1551 in the amount of \$70.00.*

NOTE: Please provide the original and one copy of the articles.

cc: Ian F. Thomas

99 NOV 22 AM 11:50
FILED
TALLAHASSEE, FLORIDA
JF 11/29

ARTICLES OF INCORPORATION
OF
Thomas Consultants Inc.

99 NOV 22 AM 11:50
FILED
TALLAHASSEE, FLORIDA

KNOW ALL MEN by these presents: That the undersigned Gene R. Moses, being over the age of eighteen years, and for the purpose of forming a corporation under the laws of the State of Florida, and in pursuance thereof does hereby sign and acknowledge the following Articles of Incorporation, in duplicate originals, and state as follows:

ARTICLE I

Corporate Name

The name of the corporation shall be Thomas Consultants Inc.

ARTICLE II

Principal Place of Business

The principal place of business and the mailing address of the Corporation is as follows:

Thomas Consultants Inc.
c/o Thomas Consultants Inc.
a British Columbia corporation
747 Cardero Street
Vancouver, B.C. Canada V6G 2G3

ARTICLE III

Shares

The Corporation is authorized to issue 50,000 shares of common stock with no par value.

ORIGINAL

ARTICLE IV

Registered Office and Agent

The name of the initial registered agent of the Corporation and the address of its initial registered office are as follows:

Anthony J. Trella, President
The Meranth Company
2944 Via Napoli
Deerfield Beach, FL 33442
Tel: 954-725-4350 Fax: 954-725-9632

ARTICLE V

Corporate Purpose

The general nature of the business of the corporation, and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

1. To engage in the business of retail market analysts and consultants including, but not limited to, project planning, research and information, primary data collection, data management and related analysis of whatsoever nature and type for shopping centers, mixed use town centers, resorts, tourist and cultural attractions, and airports.
2. To engage in generally and to carry on any lawful business or trade, which may, in the judgment of the Board of Directors, at any time be necessary, useful and/or advantageous to this corporation.
3. To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Washington, and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.
4. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any parts thereof; provided the same be not inconsistent with the laws under which this corporation is organized.

5. To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the section 607.0301, Florida Statutes.

ARTICLE VI

Duration

The corporation is to have perpetual existence.

ARTICLE VII

Directors

- A. The number of directors of the Corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors shall consist of one (1) director and his name and address is as follows:

<u>Name</u>	<u>Address</u>
Ian F. Thomas	747 Cardero Street Vancouver, B.C. Canada V6G 2G3

- B. The term of the initial directors shall be until the first annual meeting of the shareholders or until their successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

ARTICLE VIII

Incorporator

The name and address of the incorporator is as follows:

Gene R. Moses
The Law Offices of Gene R. Moses
114 West Magnolia Suite 104
Bellingham, WA 98225

ARTICLE IX

Indemnification of Officers and Directors

The Corporation may indemnify to the fullest permitted by Florida law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise and whether formal or informal (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the Corporation or a fiduciary with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. Director includes, unless the context requires otherwise, the estate or personal representative of a director. This Article shall not be deemed exclusive of any other provisions for indemnification of directors, officers and fiduciaries that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in another capacity while holding office.

ARTICLE X

Bylaws

The authority to make Bylaws for the corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws. The Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or compensation.

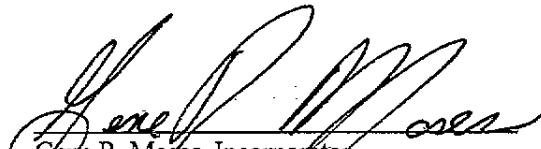
ARTICLE XI

Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned person, of the age of eighteen (18) years or more, as incorporator of this Corporation under the Washington Business Corporation Act, adopt these Articles of Incorporation.

DATED this 10TH day of November 1999.


Gene R. Moses, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Anthony J. Trella, Registered Agent

99 NOV 22 AM 11:50
TALLAHASSEE, FLORIDA